

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK**

PRECISION ASSOCIATES, INC. et al., on
behalf of themselves and all others similarly
situated,

Plaintiffs,

vs.

PANALPINA WORLD TRANSPORT
(HOLDING) LTD., et al.,

Defendants.

Case No.: 08-CV-00042 (JG) (VVP)

**~~PROPOSED~~ ORDER FOR FINAL APPROVAL AND JUDGMENT AS TO
HELLMANN**

Class Plaintiffs, on behalf of themselves and the Class Members, and Hellmann Worldwide Logistics GmbH & Co. KG, Hellmann Worldwide Logistics Ltd. Hong Kong, and Hellmann Worldwide Logistics, Inc.¹ (collectively, “Hellmann” or “Settling Defendants”) entered into a Settlement Agreement to fully and finally resolve the Class’s claims against the Settling Defendants. ECF No. 1356. On March 9, 2016, the Court entered its Order granting preliminary approval of the proposed settlement and conditionally certifying the settlement class described therein (“Preliminary Approval Order”). ECF No. 1358. The Court’s Order granting Plaintiffs’ Proposed Notice Plan authorized the Class Plaintiffs to disseminate notice of the settlement, the fairness hearing, and related matters to the Class. Notice was provided to the Class pursuant to those Orders, and the Court held a fairness hearing on November 4, 2016.

¹ Plaintiffs’ claims against Hellmann Worldwide Logistics GmbH & Co. KG, Hellmann Worldwide Logistics Ltd. Hong Kong were dismissed with prejudice on October 8, 2015.

Having considered Plaintiffs' Motion for Final Approval of the Third Round of Settlements and Plan of Allocation, oral argument presented at the fairness hearing, and the complete records and files in this matter:

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED:

1. This Court has jurisdiction over the subject matter of this litigation, all members of the Class, and all Defendants.
2. The Notice Program, approved by this Court, outlined the form and manner by which the Plaintiffs would provide the Class with notice of the settlement, the fairness hearing, and related matters. The Notice Program included individual notice via U.S. Mail to members of the Class who could be identified through reasonable efforts. Notice included the publication of a summary notice in various global and local publications. Notice also included banner advertisements on trade websites, press releases in multiple languages, and the set-up and maintenance of a case-specific website. Proof that mailing and publication conformed to the Notice Program has been filed with the Court. This notice program fully complied with Rule 23 of the Federal Rules of Civil Procedure ("Rule 23"), satisfied the requirements of 28 U.S.C. § 1715 and due process, is the best notice practicable under the circumstances, and constituted due, adequate, and sufficient notice to the Class of the Settlement, Final Approval Hearing and other matters referred to in the Notice.
3. Settling Defendants have provided the Class Action Fairness Act ("CAFA") notice required by 28 U.S.C. § 1715(b).
4. The settlement was attained following an extensive investigation of the facts. It resulted from vigorous arm's-length negotiations which were undertaken in good faith by

counsel with significant experience litigating antitrust class actions and with no collusion between the parties or their respective counsel.

5. Final approval of the settlement with the Settling Defendants is hereby granted pursuant to Rule 23(e), because it is fair, reasonable, and adequate to the Settlement Class within the meaning of Rule 23. In reaching this conclusion, the Court considered the factors set forth in *City of Detroit v. Grinnell Corp.*, 495 F.2d 448, 463 (2d Cir. 1974) (overruled on other grounds by *Missouri v. Jenkins*, 491 U.S. 274 (1989)): (i) the complexity, expense and likely duration of the litigation; (ii) the reaction of the class to the settlement; (iii) the stage of the proceedings and the amount of discovery completed; (iv) the risks of establishing liability at trial; (v) the risks of establishing damages; (vi) the risks of maintaining the class action through the trial; (vii) the ability of defendants to withstand a greater judgment; (viii) the range of reasonableness of the settlement fund in light of the best possible recovery; and (ix) the negotiation process and the opinion of competent counsel.

6. The Settlement Class conditionally certified by Order of this Court in its Preliminary Approval Order is hereby certified as a settlement class pursuant to Rule 23 of the Federal Rules of Civil Procedure and is comprised of:

All persons (excluding governmental entities, Defendants, their respective parents, subsidiaries and affiliates) who directly purchased Freight Forwarding Services

(a) for shipments within, to, or from the United States, or

(b) purchased or sold in the United States regardless of the location of shipment;

from any of the Defendants or any subsidiary or affiliate thereof, at any time during the period from January 1, 2001 to January 4, 2011.

7. The Court adopts and incorporates herein all findings made under Rule 23 in its

Preliminary Approval Order:

- a. The Settlement Class, which has well over 1,000 members, is sufficiently numerous to satisfy the numerosity requirement;
 - b. There are sufficient legal and factual issues common to the Settlement Class to meet the commonality requirement;
 - c. Plaintiffs' and the Settlement Class's claims arise out of the same alleged illegal anticompetitive conduct and are based on the same legal theories, and therefore satisfy the typicality requirement;
 - d. Plaintiffs Precision Associates, Inc.; JCK Industries, Inc.; RBX Industries, Inc.; Mary Elle Fashions, Inc., d/b/a Meridian Electric; Zeta Pharmaceuticals LLC.; Kraft Chemical Company; Printing Technology, Inc.; David Howell Product Design, Inc., d/b/a David Howell & Company; Innovation 714 Inc., Mika Overseas Corporation and NORMA Pennsylvania, Inc., have retained experienced counsel and do not have interests antagonistic to the Class, and thus these Plaintiffs will fairly and adequately represent the Settlement Class;
 - e. Common issues, including those noted above, predominate over any individual issues affecting the members of the Settlement Class; and
 - f. Settlement of this Action on a Class basis is superior to other means of adjudicating this matter.
8. The Court confirms the appointment of the Class Representatives from its Preliminary Approval Order. Plaintiffs Precision Associates, Inc.; JCK Industries, Inc.; RBX Industries, Inc.; Mary Elle Fashions, Inc. d/b/a Meridian Electric; Inter-Global Inc.; Zeta Pharmaceuticals LLC.; Kraft Chemical Company; Printing Technology, Inc.; David Howell

Product Design, Inc., d/b/a David Howell & Company; Innovation 714 Inc.; Mika Overseas Corporation; and NORMA Pennsylvania, Inc. (collectively “Plaintiffs”), are the Class Representatives on behalf of the Settlement Class.

9. The Court confirms the appointment of Class Counsel for purposes of the Settlement Class as the law firms of Lovell Stewart Halebian Jacobson LLP, Lockridge Grindal Nauen P.L.L.P., Cotchett, Pitre & McCarthy, LLP, and Gustafson Gluek PLLC.

10. The entity identified on Exhibit 1 hereto has timely and validly requested exclusion from the Class and, therefore, is excluded. This entity is not included in or bound by this Order and Final Judgment. This entity is not entitled to any recovery from the settlement proceeds obtained through this Settlement or to pursue Released Claims on behalf of any person bound by this Order and Final Judgment. The entity identified in Exhibit 1 specifically opted out of the third round of settlements. The entities identified in Exhibit 2 hereto timely and validly requested exclusion from the Schenker settlement in the first round of settlements. A provision in the Schenker agreement requires that entities opting out of that settlement agreement are excluded from the litigation for all purposes. *See* ECF No. 527, 530, 866. The entities identified in Exhibit 2, therefore, are excluded. Such entities are not included in or bound by this Order and Final Judgment. Such entities are not entitled to any recovery from the settlement proceeds obtained through this Settlement or to pursue Released Claims on behalf of any person bound by this Order and Final Judgment. All members of the Settlement Class not listed in Exhibit 1 or Exhibit 2 hereto are bound by this Order and Final Judgment.

11. This Order and Final Judgment does not settle or compromise any claims by Plaintiffs or the Class against other Defendants or other persons or entities other than the Settling

Defendants and the other Released Parties, and all rights against any other Defendant or other person or entity are specifically reserved.

12. Subject to the foregoing reservation of rights against other persons or entities, all Settlement Class Members who have not properly and timely opted out of the Settlement Class shall be deemed to have released the Released Claims against the Released Parties, to the full extent of the release contained in the Settlement Agreement.

13. As to the Released Parties, any and all currently pending class action lawsuits directly related to the subject matter of the action captioned *Precision Associates, Inc., et al. v. Panalpina World Transport (Holding) Ltd., et al.*, No. 08-CV-0042 (JG) (VVP) (E.D.N.Y.), shall be dismissed with prejudice, and, except as provided for in the Settlement Agreement, without costs. This dismissal applies only in favor of the Settling Defendants and the other Released Parties as to the Released Claims. It is made without prejudice to any claims Plaintiffs or the Class may have against any other Defendant.

14. The Releasing Parties are permanently enjoined and barred from instituting, commencing, or prosecuting any action or other proceeding asserting any of the Released Claims released in the Settlement Agreement against any Released Party, either directly, individually, representatively, derivatively, or in any other capacity, by whatever means, in any local, state, or federal court, or in any agency or other authority or arbitral or other forum wherever located.

15. The Escrow Account established by Class Counsel, and into which the Settling Defendants have deposited or will deposit the settlement amount, plus accrued interest thereon, is approved as a Qualified Settlement Fund pursuant to Internal Revenue Code Section 458B and the Treasury Regulations promulgated thereunder.

16. Any award to Class Counsel for fees and reimbursement of expenses, as well as incentive awards for Class Representatives, shall be made by separate order after the Court has considered any application or applications for such fees, expenses, and incentive awards submitted by Class Counsel.

17. There were no objections to this settlement.

18. The Plan of Allocation described in Plaintiffs' Motion is hereby approved.

19. Neither the Settlement Agreement, nor this Order and Final Judgment, nor any negotiations, discussions, acts performed, or documents executed in connection with the Settlement Agreement, may be offered or received as evidence or deemed or used as any admission, concession, or presumption of wrongdoing in any civil, criminal, administrative, or other proceeding in any jurisdiction.

20. Consummation of the settlement shall proceed as described in the Settlement Agreement. Without affecting the finality of this Order and Final Judgment, the Court retains exclusive jurisdiction over the Settlement and: (a) the enforcement of this Order and its resulting Final Judgment; (b) the consummation, administration, and enforcement of the Settlement Agreement; (c) any application for attorneys' fees and reimbursement made by Class Counsel; (d) any application for incentive awards for the Class Plaintiffs; and (e) the distribution of the settlement proceeds to the Class Members.

21. Pursuant to Fed. R. Civ. P. 54(b), the Court finds that there is no just reason for delay and hereby directs that the entry of judgment of dismissal with prejudice as to the Settling Defendants shall be final and entered forthwith.

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IT IS SO ORDERED.

Dated: Nov. 4, 2016

HON. BRIAN M. COGAN
UNITED STATES DISTRICT JUDGE

EXHIBIT 1

Epiq Tracking #	DocID	Business Name	City	State	Country	Postmark	Received
515046	9.5E+08	FAVARON DI FAVARON LUIGI			Italy	NO POSTMARK	9/15/2016

EXHIBIT 2

Epiq Tracking	DocID	Business Name	City	State	Country	Postmark	Received
1200773	900000001	MUELLER INTERIORS	VAIL	CO	United States	3/28/2013	4/1/2013
1138050	900000002	ELECTROHEAT	HARTFORD	WI	United States	NO POSTMARK	4/8/2013
2424745	900000003	COMCO INC	BURBANK	CA	United States	4/4/2013	4/8/2013
138154	900000004	COMCO INC	BURBANK	CA	United States	4/4/2013	4/8/2013
138151	900000005	COMCO INC	BURBANK	CA	United States	4/4/2013	4/8/2013
1820698	900000006	COMCO INC	BURBANK	CA	United States	4/4/2013	4/8/2013
1107760	900000007	EXHIBITS BY PROMOTION	YORK	PA	United States	NO POSTMARK	4/12/2013
1138050	900000008	ELECTROHEAT	HARTFORD	WI	United States	4/11/2013	4/15/2013
302699	900000009	PUBLIC SCRAP	HAMPTON	VA	United States	4/11/2013	4/15/2013
1815470	900000011	AXO AMERICA INC	SANTA CLARITA	CA	United States	4/11/2013	4/15/2013
2330337	900000012	INTERNATIONAL CONNECT USA, LLC	JUPITER	FL	United States	4/11/2013	4/15/2013
487461	900000013	ANGEWANDTE PHYSIK U ELEKTRONIK GMBH	BERLIN		Germany	4/22/2013	4/25/2013
1069316	900000014	SELETRON SYSTEMS AG			Switzerland	4/22/2013	4/25/2013
2430035	900000015	RUSS DUPPER LANDSCAPING	PHOENIX	AZ	United States	4/22/2013	4/25/2013
1328542	900000016	BMST CO LTD	YOKOHAMA		Japan	4/22/2013	4/25/2013
2430187	900000017	ILLUMINATI MOTOR WORKS, LLC	VIRDEN	IL	United States	4/22/2013	4/25/2013
784842	900000018	ARMINIUS TELECOM INC	WATERLOO	ON	Canada	4/29/2013	5/6/2013
440314	900000020	AVIONAL SISTEMAS	MADRID		Spain	NO POSTMARK	5/7/2013
526965	900000021	HAY COMPUTING SERVICE GMBH	HAMBURG		Germany	NO POSTMARK	5/7/2013
1631626	900000022	ZOJIRUSHI CORPORATION	OSAKA		Japan	NO POSTMARK	5/7/2013
698916	900000023	BOBUX MARKETING LTD	PANMURE AUCKLAND		New Zealand	NO POSTMARK	5/24/2013
453008	900000024	STARTEC COMERCIAL LTDA	PIRACICABA		Brazil	5/24/2013	5/28/2013
809248	900000025	PROMOTECH KUNSTSOFF			Austria	5/24/2013	5/28/2013
2430507	900000029	THE MISSISSIPPI DEPARTMENT OF REVENUE	JACKSON	MS	United States	5/24/2013	5/28/2013
756172	900000030	DAIWA PHARMACEUTICAL CO LTD	TOKYO		Japan	5/24/2013	5/28/2013
484927	900000032	SPEEDY MARINE AIR PTE LTD			Singapore	NO POSTMARK	5/24/2013
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915706	900000034	METALCRAFT ENTPRS	NEW HAVEN	MO	United States	NO POSTMARK	5/24/2013
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1441912	900000060	OKBABY SRL			Italy	NO POSTMARK	6/21/2013
688695	900000061	DENTAL TREY SRL			Italy	NO POSTMARK	6/21/2013
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934559	900000064	MCDONALDS RESTAURANT	OAK BROOK	IL	United States	6/10/2013	6/21/2013
926758	900000066	NS CONTROLS	HOUSTON	TX	United States	NO POSTMARK	6/21/2013
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2430830	900000068	IMATECH			Australia	NO POSTMARK	6/21/2013
1565294	900000069	OKUYAMA TAKASHI			Japan	NO POSTMARK	6/21/2013
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2430860	900000077	SIMON PROPERTY GROUP INC	INDIANAPOLIS	IN	United States	6/24/2013	6/27/2013
102270	900000078	FORUM SHOPS AT CAESARS THE	LAS VEGAS	NV	United States	6/24/2013	6/27/2013
2430861	900000079	RIVERSIDE SQUARE LIMITED PARTNERSHIP	HACKENSACK	NJ	United States	6/24/2013	6/27/2013

477748	900000080	MONTEK S R L			Italy	6/21/2013	7/1/2013
2430860	900000081	SIMON PROPERTY GROUP INC	INDIANAPOLIS	IN	United States	6/24/2013	7/5/2013
70491	900000082	FIRST TECH SAFETY SYSTEMS	PLYMOUTH	MI	United States	6/25/2013	7/5/2013
455460	900000084	STEAM SRL			Italy	6/25/2013	7/5/2013
529841	900000085	KABA GALLENSCHUETZ GMBH			Germany	6/25/2013	7/5/2013
52005	900000086	SYSO CORP	HOUSTON	TX	United States	6/25/2013	7/5/2013
1599670	900000087	NOMURA SEKKEI CO LTD			Japan	6/25/2013	7/5/2013
1599670	900000088	NOMURA SEKKEI CO LTD			Japan	6/25/2013	7/5/2013
1011380	900000089	DENS TEA INC	TORRANCE	CA	United States	6/25/2013	7/5/2013
2410889	900000090	UNIVERSIDAD DE LOS ANDES	BOGOTA		Colombia	6/25/2013	7/5/2013
515046	900000091	FAVARON DI FAVARON LUIGI			Italy	6/25/2013	7/5/2013
411855	900000093	HENKEL AG & CO KGAA			Germany	6/25/2013	7/5/2013
2348573	900000094	MARZOTTO SPA			Italy	6/25/2013	7/5/2013
836807	900000095	MOVEIS PONZONI LTDA	NOVA PRATA		Brazil	6/25/2013	7/5/2013
50354	900000096	INTEL VO	CRYSTAL LAKE	IL	United States	6/25/2013	7/5/2013
409849	900000098	ACERGY FRANCE			France	6/25/2013	7/5/2013
428397	900000099	CONTRACT S R L			Italy	6/25/2013	7/5/2013
412773	900000101	HOJALATA Y LAMINADOS S A			Colombia	6/25/2013	7/5/2013
535988	900000102	FTSS INC	PLYMOUTH	MI	United States	6/25/2013	7/5/2013
353500	900000103	HUMANETICS INNOVATIVE SOLUTION	PLYMOUTH	MI	United States	6/25/2013	7/5/2013
1841756	900000104	HITEC CORP	LITTLETON	MA	United States	6/25/2013	7/5/2013
974314	900000105	HITEC SENSOR SOLUTIONS INC	LITTLETON	MA	United States	6/25/2013	7/5/2013
2430898	900000106	ROBERT A DENTON INC	HURON	OH	United States	6/25/2013	7/5/2013
246396	900000107	DENTON ATD	HURON	OH	United States	6/25/2013	7/5/2013
2430899	900000108	SDI INC	ORION	MI	United States	6/25/2013	7/5/2013
350152	900000109	SENSOR DEVELOPMENT INC	LAKE ORION	MI	United States	6/25/2013	7/5/2013
1549327	900000110	SHIRAKATA-DENSHIRO SHOTEN, INC.			Japan	6/25/2013	7/5/2013
1538684	900000116	I-PULSE CO LTD			Japan	6/25/2013	7/5/2013
815057	900000117	SUNWARD INTERNATIONAL INC			Japan	6/25/2013	7/5/2013
1743730	900000119	EDIBON USA LLC	ATLANTA	GA	United States	7/3/2013	7/8/2013
759219	900000120	NAKASHIMA PROPELLER CO LTD			Japan	6/24/2013	7/8/2013
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1294678	900000122	DIMENSION DATA FRANCE			France	6/28/2013	7/8/2013
801467	900000123	KOPF GMBH			Germany	6/21/2013	7/8/2013
1294678	900000124	DIMENSION DATA FRANCE			France	6/25/2013	7/15/2013
793929	900000125	FEINMETALL GMBH			Germany	7/5/2013	7/15/2013
645200	900000126	ALDO BOVE & FIGLI SNC			Italy	6/25/2013	7/15/2013
837327	900000127	MAKO IND E COM DE EQUIP			Brazil	6/17/2013	7/15/2013
408109	900000128	FAST TRAINING SOCIEDAD LIMITADA			Spain	7/11/2013	7/15/2013
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884724	900000132	EFACTOR3 LLC	CHARLOTTE	NC	United States	4/22/2013	4/22/2013
1894540	900000133	ESTYRIA NATURPRODUKTE GMBH			Austria	6/25/2013	7/22/2013
2431040	900000134	REARDON METAL FABRICATING INC	WAUWATOSA	WI	United States	4/23/2013	4/23/2013
557240	900000135	C V STANOFF OF INDONESIA			Singapore	NO POSTMARK	5/24/2013
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1334315	900000137	MEDILINDO MAJUTAMA			Singapore	NO POSTMARK	5/24/2013
1888948	900000138	SPEEDY MARINE AIR PTE LTD QQ PT GLOBAL			Singapore	NO POSTMARK	5/24/2013
1903523	900000139	SPEEDY MARINE AIR PTE LTD			Singapore	NO POSTMARK	5/24/2013
2385603	900000140	SPEEDY MARINE AIR PTE LTD			Singapore	NO POSTMARK	5/24/2013
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1651006	900000142	SCORE PRACTICAL WELDING SOLUTIONS			Australia	NO POSTMARK	6/21/2013
1651005	900000143	SCORE (PACIFIC) PTY LTD			Australia	NO POSTMARK	6/21/2013
1651004	900000144	SCORE NEW CALEDONIA			Australia	NO POSTMARK	6/21/2013
1957189	900000147	WALDECK GMBH			Germany	7/15/2013	7/26/2013
179341	900000148	CRACKER BARREL	CLERMONT	FL	United States	6/24/2013	6/24/2013
179342	900000149	CRACKER BARREL	AMARILLO	TX	United States	6/24/2013	6/24/2013
179343	900000150	CRACKER BARREL	CHARLESTON	WV	United States	6/24/2013	6/24/2013
179344	900000151	CRACKER BARREL	TUCSON	AZ	United States	6/24/2013	6/24/2013
179345	900000152	CRACKER BARREL	BECKLEY	WV	United States	6/24/2013	6/24/2013
179346	900000153	CRACKER BARREL	SHAWNEE	OK	United States	6/24/2013	6/24/2013
179347	900000154	CRACKER BARREL	CALERA	AL	United States	6/24/2013	6/24/2013
179348	900000155	CRACKER BARREL	BURLESON	TX	United States	6/24/2013	6/24/2013
179349	900000156	CRACKER BARREL	ASHLAND	VA	United States	6/24/2013	6/24/2013
179350	900000157	CRACKER BARREL	EDMOND	OK	United States	6/24/2013	6/24/2013
179351	900000158	CRACKER BARREL	LAKEVILLE	MN	United States	6/24/2013	6/24/2013
179352	900000159	CRACKER BARREL	JUNCTION CITY	KS	United States	6/24/2013	6/24/2013

179353	900000160	CRACKER BARREL	PUEBLO	CO	United States	6/24/2013	6/24/2013
179354	900000161	CRACKER BARREL	FLAGSTAFF	AZ	United States	6/24/2013	6/24/2013
179355	900000162	CRACKER BARREL	ROUND ROCK	TX	United States	6/24/2013	6/24/2013
179356	900000163	CRACKER BARREL	ARLINGTON	TX	United States	6/24/2013	6/24/2013
179357	900000164	CRACKER BARREL	OKLAHOMA	OK	United States	6/24/2013	6/24/2013
179358	900000165	CRACKER BARREL	SAN ANTONIO	TX	United States	6/24/2013	6/24/2013
179359	900000166	CRACKER BARREL	LIMA	OH	United States	6/24/2013	6/24/2013
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179361	900000168	CRACKER BARREL	DEERFIELD BCH	FL	United States	6/24/2013	6/24/2013
179362	900000169	CRACKER BARREL	INDIANAPOLIS	IN	United States	6/24/2013	6/24/2013
179363	900000170	CRACKER BARREL	BEAUMONT	TX	United States	6/24/2013	6/24/2013
179364	900000171	CRACKER BARREL	ALBUQUERQUE	NM	United States	6/24/2013	6/24/2013
179365	900000172	CRACKER BARREL	MOUNT JULIET	TN	United States	6/24/2013	6/24/2013
179366	900000173	CRACKER BARREL	BRUNSWICK	GA	United States	6/24/2013	6/24/2013
179367	900000174	CRACKER BARREL	NASHVILLE	TN	United States	6/24/2013	6/24/2013
179368	900000175	CRACKER BARREL	GOODLETTSVLL	TN	United States	6/24/2013	6/24/2013
179369	900000176	CRACKER BARREL	MISSOULA	MT	United States	6/24/2013	6/24/2013
179370	900000177	CRACKER BARREL 325	TULSA	OK	United States	6/24/2013	6/24/2013
179371	900000178	CRACKER BARREL 14	ANTIOCH	TN	United States	6/24/2013	6/24/2013
179372	900000179	CRACKER BARREL BAR & GRILL	TARIFFVILLE	CT	United States	6/24/2013	6/24/2013
780324	900000180	CRACKER BARREL OLD COUNTRY STORE	LEBANON	TN	United States	6/24/2013	6/24/2013
1010709	900000181	CRACKER BARREL 570	SOUTH HILL	VA	United States	6/24/2013	6/24/2013
1143914	900000182	CRACKER BARREL	LEBANON	TN	United States	6/24/2013	6/24/2013
1859012	900000183	CRACKER BARREL DISTRIBUTION	LEBANON	TN	United States	6/24/2013	6/24/2013